

RECORDATION NO.

22893-M
FILED

MAY 17 '05

4-05 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 13, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: GATX Rail Trust No. 2000-2

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. 5, dated as of July 10, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement previously filed with the Board under Recordation Number 22893.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company (not in its individual capacity, but solely as trustee)
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: GATX Financial Corporation
(successor by merger to GATX Rail Corporation)
500 West Monroe Street
Chicago, Illinois 60661

Mr. Vernon A. Williams
May 13, 2005
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A description of the railroad equipment covered by the enclosed document is:

49 railcars with AOIX, GATX and TILX railcar marks remarked and renumbered with APHX, GATX and GPFX railcar marks as set forth in Schedule A attached to the document.

A short summary of the document to appear in the index is:

Lease Supplement No. 5.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

**LEASE SUPPLEMENT NO. 5
(GATX Rail Trust No. 2000-2)**

This Lease Supplement No. 5, dated as of July 10, 2002, between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Financial Corporation, a Delaware corporation, successor by merger to GATX Rail Corporation, a New York corporation ("Lessee");

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GATX Rail Trust No. 2000-2) dated as of April 3, 2000 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 4.2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Schedule I of the Lease is hereby amended to substitute each "New Car" identifying mark and number listed in the first column of Schedule A hereto in place of the identifying mark and number of the "Original Car" noted in the column next to each such New Car Number.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the laws of the State of New York, including all matters of construction, validity and performance, without regard to principles of conflicts of laws.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

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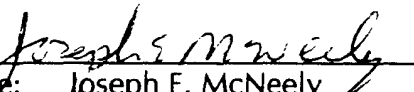
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wilmington Trust Company,
not in its individual capacity but solely as Owner Trustee

By: 
Name: Anita Roseili
Title: Financial Services Officer

GATX Financial Corporation

By: 
Name: Joseph E. McNeely
Title: Vice President, Rail Division

State of Delaware)
) SS
County of New Castle)

On this 21 day of April, 2005, before me personally appeared Anita Roselli, to me personally known, who being by me duly sworn, say that he/she is Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Kimberly E. Faulhaber

[Notarial Seal]

KIMBERLY ELIZABETH FAULHABER
Notary Public - State of Delaware
My Comm. Expires April 9, 2007

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 10th day of July, 2002, before me personally appeared Joseph E. McNeely, to me personally known, who being by me duly sworn, say that he is Vice President of GATX Financial Corporation, successor by merger to GATX Rail Corporation, that said instrument was signed on such date no behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia Lodge
Notary Public

[Notarial Seal]

My commission expires:

Schedule A

(GATX Rail Trust No. 2000-2) – Basic Group I

| Trust No. | New Car Number | Original Car Number |
|------------------|-----------------------|----------------------------|
| 2000-2 Gr I | GPFX011405 | TILX005408 |
| 2000-2 Gr I | GPFX011406 | TILX005409 |
| 2000-2 Gr I | GPFX011407 | TILX005410 |
| 2000-2 Gr I | GPFX011408 | TILX005411 |

(GATX Rail Trust No. 2000-2) – Basic Group II

| | | |
|--------------|------------|------------|
| 2000-2 Gr II | GATX024154 | AOIX001178 |
| 2000-2 Gr II | GATX063795 | TILX260819 |
| 2000-2 Gr II | GATX063796 | TILX260820 |
| 2000-2 Gr II | GATX063798 | TILX260822 |
| 2000-2 Gr II | GATX063799 | TILX260823 |
| 2000-2 Gr II | GATX063800 | TILX260824 |
| 2000-2 Gr II | GATX063801 | TILX260825 |
| 2000-2 Gr II | GATX063802 | TILX260826 |
| 2000-2 Gr II | GATX063803 | TILX260828 |
| 2000-2 Gr II | GATX063804 | TILX260829 |
| 2000-2 Gr II | GATX063805 | TILX260830 |
| 2000-2 Gr II | GATX063807 | TILX260834 |
| 2000-2 Gr II | GATX063809 | TILX260836 |

(GATX Rail Trust No. 2000-2) – Basic Group IV

| | | |
|--------------|------------|------------|
| 2000-2 Gr IV | GATX024301 | AOIX001125 |
| 2000-2 Gr IV | GATX024302 | AOIX001126 |
| 2000-2 Gr IV | GATX024303 | AOIX001127 |
| 2000-2 Gr IV | GATX024305 | AOIX001129 |
| 2000-2 Gr IV | GATX024306 | AOIX001130 |
| 2000-2 Gr IV | GATX024307 | AOIX001131 |
| 2000-2 Gr IV | GATX024310 | AOIX001134 |
| 2000-2 Gr IV | GATX024314 | AOIX001138 |
| 2000-2 Gr IV | GATX024317 | AOIX001141 |
| 2000-2 Gr IV | GATX024319 | AOIX001143 |
| 2000-2 Gr IV | GATX024320 | AOIX001144 |
| 2000-2 Gr IV | GATX024157 | AOIX001181 |
| 2000-2 Gr IV | GATX024159 | AOIX001183 |
| 2000-2 Gr IV | GATX024180 | AOIX001204 |
| 2000-2 Gr IV | GATX024181 | AOIX001205 |

| | | |
|--------------|------------|------------|
| 2000-2 Gr IV | GATX024188 | AOIX001212 |
| 2000-2 Gr IV | GATX024189 | AOIX001213 |
| 2000-2 Gr IV | GATX024198 | AOIX001222 |
| 2000-2 Gr IV | GATX024199 | AOIX001223 |
| 2000-2 Gr IV | GATX024200 | AOIX001224 |
| 2000-2 Gr IV | GATX024208 | AOIX001232 |
| 2000-2 Gr IV | GATX024209 | AOIX001233 |
| 2000-2 Gr IV | GATX024210 | AOIX001234 |
| 2000-2 Gr IV | GATX024215 | AOIX001239 |
| 2000-2 Gr IV | GATX024216 | AOIX001240 |
| 2000-2 Gr IV | GATX024217 | AOIX001241 |
| 2000-2 Gr IV | APHX004001 | GATX064445 |
| 2000-2 Gr IV | APHX004002 | GATX064446 |
| 2000-2 Gr IV | APHX004003 | GATX064447 |
| 2000-2 Gr IV | APHX004004 | GATX064448 |
| 2000-2 Gr IV | APHX004005 | GATX064449 |
| 2000-2 Gr IV | APHX004006 | GATX064450 |